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**UNITED STATES BANKRUPTCY COURT**  
**DISTRICT OF NEVADA**

In re

CASH CLOUD, INC.,  
dba COIN CLOUD,

Debtor.

Case No. BK-S-23-10423-mkn

Chapter 11

**NOTICE OF (1) RESIGNATION OF  
CHRISTOPHER ANDREW MCALARY;  
AND (2) DESIGNATION OF DANIEL  
AYALA AS DEBTOR'S RESPONSIBLE  
PERSON**

**PLEASE TAKE NOTICE** that effective as of June 12, 2023, Christopher Andrew McAlary has resigned as an officer and director of Cash Cloud, Inc. dba Coin Cloud ("Debtor"), debtor and debtor in possession in the above-captioned case (the "Chapter 11 Case") and Debtor has designated Daniel Ayala, the independent director, as the natural person responsible for the duties and obligations of Debtor in this Chapter 11 Case. A true and correct copy of Mr. McAlary's resignation is attached hereto as **Exhibit 1**.

Dated this 26<sup>th</sup> day of June 2023.

**FOX ROTHSCHILD LLP**

By: /s/Brett A. Axelrod  
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**EXHIBIT 1**

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**ACTION BY WRITTEN CONSENT OF  
BOARD OF DIRECTORS OF  
CASH CLOUD INC.**

**June 12, 2023**

**THE UNDERSIGNED**, being all of the members of the board of directors (the “Board”) of the above-designated Nevada corporation (the “Company”), pursuant to the bylaws of the Company and Section 78.315 of the Nevada Revised Statutes, hereby waive any and all notice requirements for a formal meeting and approve and adopt the following resolutions by written consent without a meeting.

**WHEREAS**, due to the resignation of Christopher McAlary as a member of the Board and Chief Executive Officer on June 8, 2023, Daniel Ayala remains the sole Director, and the company requires appointment of individuals with day to day financial, strategic, and signatory authority.

**NOW, THEREFORE, BE IT RESOLVED**, that Daniel Ayala shall remain the sole Director of the Company, and shall be compensated at a rate of twenty-five thousand dollars (\$25,000.00) per month, paid in accordance with normal payroll practices.

**FURTHER RESOLVED**, Stephanie Baldi and James Hall, are hereby authorized and empowered to act and sign, on behalf of the Company, in accordance with the day-to-day financial and strategic operations of the Company in relation to its wind down efforts; and

**FURTHER RESOLVED**, that the Director, is authorized, empowered, and directed to take or cause to be taken all such actions and to execute, deliver and file all such documents and instruments, in the name and on behalf of the Company, which the Director shall deem necessary, advisable, or appropriate to carry out the transactions and matters approved pursuant to, or contemplated by, the resolutions, recitals, and preambles contained herein; and

**FURTHER RESOLVED**, that the execution by the Director of any document authorized by these resolutions or any document executed in the accomplishment of any action or actions so authorized is and/or shall become, upon delivery, the enforceable and binding obligation of the Company; and

**FURTHER RESOLVED**, that the lawful actions of the Director, prior to the date hereof with respect to the transactions and matters approved pursuant to, or contemplated by, the foregoing resolutions, recitals, and preambles, are approved, confirmed, and ratified in all respects, effective as of the respective dates of such actions; and

**FURTHER RESOLVED**, that the signature to this written consent delivered electronically (including computer-scanned, PDF, or other electronic reproduction transmitted via facsimile, email, or other electronic means) shall be effective as an original signature.

*[Signature page follows]*

**IN WITNESS WHEREOF**, the undersigned have executed this Action by Written Consent to be effective as of the date first written above.

**BOARD:**

DocuSigned by:  
  
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Daniel Ayala